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8 **UNITED STATES DISTRICT COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
10 **OAKLAND DIVISION**

11 IN RE ONLINE DVD RENTAL 12 ANTITRUST LITIGATION	Master File No. 4:09-md-2029 PJH MDL No. 2029 Hon. Phyllis J. Hamilton
15 This document relates to the following 16 actions: 17 <i>Resnick et al v. Walmart.com USA LLC,</i> 18 <i>4:09-cv-00002-PJH</i> 19 <i>Lynch et al v. Walmart.com USA LLC,</i> 20 <i>4:09-cv-00138-PJH</i> 21 <i>Sivek v. Walmart.com USA LLC,</i> 22 <i>4:09-cv-00156-PJH</i> 23 <i>Orozco v. Netflix, Inc., 4:09-cv-00297-PJH</i> 24 <i>Miscioscia v. Netflix, Inc., 4:09-cv-00377-PJH</i> 25 <i>Weiner v. Walmart.com USA LLC,</i> 26 <i>4:09-cv-00398-PJH</i> 27 <i>Magee v. Netflix Inc., 4:09-cv-01793-PJH</i> 28 <i>Caldwell v. Netflix, Inc., 4:11-cv-01928-PJH</i> <i>Barnett v. Netflix, Inc., 4:11-cv-04328-PJH</i>	[PROPOSED] ORDER AND FINAL JUDGMENT APPROVING SETTLEMENT BETWEEN SETTLEMENT CLASS PLAINTIFFS AND WAL-MART STORES, INC. AND WALMART.COM USA LLC

1 This matter came before the Honorable Phyllis J. Hamilton on Plaintiffs' Motion for Final
2 Approval of Settlement ("Final Approval Motion").

3 WHEREAS, a consolidated class litigation is pending before the Court entitled *In re: Online*
4 *DVD Rental Antitrust Litigation*, Master File No. 4:09-md-2029 PJH, MDL No. 2029 (United States
5 District Court for the Northern District of California);

6 WHEREAS, the Court has received and reviewed the Settlement Agreement entered into
7 between the Named Plaintiffs, the Settlement Class Representatives, and the Settlement Class
8 Members on the one hand, and Defendants Wal-Mart Stores, Inc. and Walmart.com, USA LLC
9 (collectively, "Wal-Mart") on the other hand, dated July 1, 2011 (the "Agreement"), and has
10 considered the terms of the proposed settlement set forth therein (the "Settlement");

11 WHEREAS, all terms used herein shall have the same meanings as set forth in the Agreement,
12 unless otherwise defined herein;

13 WHEREAS, on September 2, 2011, the Court entered its order preliminarily approving the
14 Settlement of this class action as between the Named Plaintiffs, the Settlement Class Representatives
15 and the Settlement Class Members, on the one hand, and Wal-Mart, on the other hand, and setting a
16 date and time for a fairness hearing to consider whether the Settlement should be finally approved by
17 the Court pursuant to Rule 23(d) of the Federal Rules of Civil Procedure as fair, adequate, and
18 reasonable (the "Preliminary Approval Order");

19 WHEREAS, the Court later directed that all Settlement Class Members be given notice of the
20 Settlement, and approved the form and method of notice, and of the date for the final fairness hearing;

21 WHEREAS, the Court has received declarations of Tore Hodne, Shannon Wheatman, Ph.D.,
22 and Steve McLendon attesting to the e-mailing and publication of the Notice in substantial accordance
23 with the Preliminary Approval Order;

24 WHEREAS, the Court entered a Conditional Class Certification Order on September 2, 2011,
25 which reflects the claims certified for Settlement purposes and the scope of the Settlement Class;

26 WHEREAS, the Court having considered all timely filed objections to the Settlement; and

27 WHEREAS, the Court having conducted a final fairness hearing on March 14, 2012 (the
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1 “Settlement Approval Hearing”), and having considered the arguments presented, all papers filed, and
2 all proceedings had therein;

3 **IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:**

4 1. The Court has jurisdiction over the subject matter of this action, all Settlement Class
5 Members, and all Defendants.

6 2. In accordance with Rule 23(d) of the Federal Rules of Civil Procedure and the
7 requirements of due process, all members of the Settlement Class have been given proper and adequate
8 notice of the Settlement. Based upon the evidence submitted by the parties to the Agreement, the
9 Agreement, the arguments of counsel, and all the files, records, and proceedings in this case, the Court
10 finds that the Notice and notice methodology implemented pursuant to the Agreement and the Court’s
11 Preliminary Approval Order (a) constituted the best practicable notice under the circumstances; (b)
12 constituted notice that was reasonably calculated, under the circumstances, to apprise members of the
13 Settlement Class of the pendency of the litigation, their right to object to the Settlement, and their right
14 to appear at the Settlement Approval Hearing; (c) were reasonable and constituted due, adequate, and
15 sufficient notice to all persons entitled to notice; and (d) met all applicable requirements of the Federal
16 Rules of Civil Procedure, and any other applicable law.

17 3. The Agreement in this action warrants final approval pursuant to Rule 23(e) of the
18 Federal Rules of Civil Procedure because it is fair, adequate, and reasonable to those it affects; it
19 resulted from vigorously contested litigation, discovery and motion practice and extensive good-faith
20 arm’s length negotiations between the parties; and it is in the public interest. In making this
21 determination, the Court has considered and balanced several factors, including the following factors
22 identified by the Ninth Circuit Court of Appeals:

23 (a) the strength of the plaintiffs’ case;

24 (b) the risk, expense, complexity, and likely duration of further litigation;

25 (c) the risk of not attaining certification of a litigation class, as well as the risk of
26 maintaining class action status throughout the course of the litigation;

27 (d) the amount offered in settlement;

28 (e) the extent of discovery completed, and the stage of the proceedings;

1 (f) the experience and views of counsel; and

2 (g) the reaction of the class members to the proposed settlement.

3 *See Torrissi v. Tucson Elec. Power Co.*, 8 F.3d 1370, 1375 (9th Cir. 1993). Settlements that follow
4 sufficient discovery and genuine arms-length negotiation are presumed fair. *Hanlon v. Chrysler Corp.*,
5 150 F.3d 1011, 1026 (9th Cir. 1998).

6 4. The Final Approval Motion is hereby GRANTED, and the Agreement is hereby
7 APPROVED as fair, reasonable, adequate, and in the public interest, and the terms of the Agreement
8 are hereby determined to be fair, reasonable, adequate, and for the exclusive benefit of the Settlement
9 Class Members. The Parties to the Agreement are directed to consummate the Agreement in
10 accordance with its terms.

11 5. The Court FINDS that the following Settlement Class, conditionally certified on
12 September 2, 2011, meets the requirements of Fed. R. Civ. P. 23(a) and 23(b)(3) and such certification
13 is hereby made final:

14 Any person or entity residing in the United States or Puerto Rico that paid
15 a subscription fee to rent DVDs online from Netflix on or after May 19,
2005, up to and including September 2, 2011.

16 6. The Court APPROVES payment of the Class Settlement Amount in accordance with
17 the terms of the Agreement.

18 7. The Court APPROVES payment of Class Representative Incentive Payments to Bryan
19 Eastman, Amy Latham, Melanie Misciosia Salvi, Stan Magee, Michael Orozco, Andrea Resnick, Lisa
20 Sivek, Michael Weiner, and Scott Caldwell in the amount of \$5,000.00 each.

21 8. The Court APPROVES payment of Attorneys' Fees of \$ 6,812,500.00 and Costs to
22 Class Counsel in the amount of \$ 1,700,000.00 in accordance with the terms of the Agreement.

23 9. The allocation plan is hereby APPROVED as fair, adequate, and reasonable. The Class
24 Settlement Amount shall be distributed in accordance with the terms of the Agreement. Monies
25 transferred to the QSF for purposes of paying the Attorneys' Fees and Costs awarded in Paragraph 7,
26 shall be distributed to Class Counsel. Once Wal-Mart pays such monies into the QSF, Wal-Mart shall
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1 have no further liability as to the allocation of such funds. The Court further finds that no attorneys
2 have asserted any attorney liens as to the attorneys' fees and costs awarded by the Court.

3 10. The Litigation as between the Named Plaintiffs, the Settlement Class Representatives,
4 and the Settlement Class Members on the one hand, and Wal-Mart on the other hand, is DISMISSED
5 WITH PREJUDICE and without costs to any Party, other than as specified in the Agreement and this
6 Order.

7 11. In consideration of the Class Settlement Amount, and for other good and valuable
8 consideration, each of the Releasing Settlement Class Members shall, by operation of this Judgment,
9 have fully, finally, and forever released, relinquished, and discharged all Settlement Class Member
10 Released Claims against Wal-Mart in accordance with Section 15.1 of the Agreement, the terms of
11 which section are incorporated herein by reference; shall have covenanted not to sue Wal-Mart with
12 respect to all such Settlement Class Member Released Claims; and shall be permanently barred and
13 enjoined from instituting, commencing, prosecuting, or asserting any such Settlement Class Member
14 Released Claim against Wal-Mart.

15 12. For good and valuable consideration, Wal-Mart shall, by operation of this Judgment,
16 have fully, finally, and forever released, relinquished, and discharged all Wal-Mart Released Claims
17 against the Releasing Class Members in accordance with Section 15.2 of the Settlement Agreement,
18 the terms of which section are incorporated herein by reference; shall have covenanted not to sue
19 Releasing Class Members with respect to all such Wal-Mart Released Claims; and shall be
20 permanently barred and enjoined from instituting, commencing, prosecuting, or asserting any such
21 Wal-Mart Released Claims against Releasing Class Members.

22 13. This Judgment is the Final Judgment in the suit as to all Settlement Class Member
23 Released Claims.

24 14. Those persons or entities eligible for membership in the Settlement Class who timely
25 submitted valid requests for exclusion are not bound by this Judgment, and are not entitled to any
26 recovery from the settlement proceeds obtained through the Settlement. Those persons or entities are
27 listed in Exhibit A to this Order.

1 15. Without affecting the finality of this Judgment in any way, this Court retains
2 jurisdiction over (a) implementation of the Settlement and the terms of the Agreement; (b) distribution
3 of the Class Settlement Amount, the Class Representative Incentive Payments, the Attorneys' Fees and
4 Costs Amount; and (c) all other proceedings related to the implementation, interpretation,
5 administration, consummation, and enforcement of the terms of the Agreement and the Settlement, and
6 the administration of Claims submitted by Settlement Class Members. The time to appeal from this
7 Judgment shall commence upon its entry.

8 16. In the event that the Settlement Effective Date does not occur, this Judgment shall be
9 rendered null and void and shall be vacated, nunc pro tunc, except insofar as expressly provided to the
10 contrary in the Agreement, and without prejudice to the status quo ante rights of Plaintiffs, Settlement
11 Class Members, and Wal-Mart.

12 17. This Court finds that there is no just reason for delay and expressly directs Judgment
13 and immediate entry by the Clerk of the Court.

14 **IT IS SO ORDERED.**

15 Dated: 3/29/12

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Honorable _____ Hamilton
United States District Court Judge



EXHIBIT A

Class Members Requesting Exclusion

AARON TALLMAN	ANDREW KOCH	BARBARA BULLOCK
ABBY DOHNER	ANGEL MUNGUIA	BARBARA J RANANDO
ADAM KETCHER	ANGELA BECK	BARBARA J SPECK
ADRIAN FRANKS	ANGELA FOPPIANO	BARBARA M TOBIN
ADRIAN HERBEK	ANITA FRAZIER	BARTON MARKS
AIMEE CALDWELL	ANITA GIBSON	BARTON QUILLEN
AIMEE LEOPOLD	ANN and WICK GUBLER	BENJAMIN CAUDILL
AJITHA DE SILVA	ANN ELWELL	BENJAMIN ELMORE
ALAN HORTON	ANNA DE VERA	BENJAMIN LOWRY
ALBERT FEINSTEIN	ANNA GEHRIGER	BERNARD J PUROL
ALEJANDRA ORTEGA	ANNA MARIE MOLLOY	BERNARD MEIN
ALESSANDRA BUSCHMAN	ANNE BUTZEN	BERNICE BOLEK
ALEXANDER UTTER	ANNE LEGARE	BETH BOWER
ALICE SCHWEGMAN	ANNE M DELVILLANO	BETH SCHWARTZ
ALLEGRA HARRINGTON	ANNIE GREEN	BETHANY KULP
ALLISON FELL	ANTHONY CASOLA	BETHANY WATTS
ALYONE RILEY	ANTONELLA ABRUDI	BETTY L SLIDER
AMANDA AND MICHAEL BASS	ANTONETTE CICCARELLI	BHARAT BHATIA
AMANDA BERG NORTON	ANUJ PARIKH	BILL COOPER
AMY KIRK	ARIADNE MONTARE	BILL DAVIS
AMY SAMUEL	AUDRA JONES	BILL HALTON
ANDERS GILCHRIST	AVERY LAWRENCE	BILL STURBAUM
ANDREA DOERING	AVIS BRICE	BOB and STEPHANIE BAKER
ANDREA FROME	B.D. GRIBBEN	BOB BONSKOWSKI
ANDREW CORRIGAN	BARBARA A BRADLEY	BOB GREEN

Class Members Requesting Exclusion

BOBBIE MISHLER	CATHERINE CAUDLE	CHRISTOPHER DISBROW
BOBBY POWELL	CATHERINE HOWELL	CHUCK BRANDON
BONITA COFFIN	CATHERINE SULLIVAN	CINDRA OTTO
BONITA TORPE	CATHIE RUTKIN	CINDY JENNINGS
BRADLEY BROCK	CECIL DAVIS	CINDY PASKE
BRETA ALTER	CECILIA JOHNSON	CINDY SMITH
BRIAN SCOTT	CHARLES CASTLE	CLAIRE NUSSBAUM
BRIDGET DALY	CHARLES DEBOW	CLARA YOS
BRIDGET GERLACKI	CHARLES DUKE	CLASINA VAN VELZEN-STUP
BRIDGETTE BROWN	CHARLES REINHEIMER	CLAUDIO ALVES DE LIMA
BRYCE R LENSING	CHARLES SAYLOR	CONSTANCE KILGORE
C FARRINGTON	CHARLES VENEZIA	CONSTANCE PARSONS
C NICHOLAS AND JEAN M FERLAZZO	CHARLOTTE PAULY	CORBIN NAEKEL
CALLEY SCOTT	CHEVONNE MALONE	CRAIG HARPER
CALLIE C HAWKINS	CHOL SONG	CRUZ M GOBEA
CAMERON MCGOWAN CURRIE	CHRIS BIHLER	CRYSTAL WILKIE
CARA STUKES	CHRISTA L GRENIER	CURTIS HALL
CAREN WITMER	CHRISTE MCMENOMY	CYNTHIA COATS
CARLA J PATAT	CHRISTINA BOAVAIRD	DANETTE MORRIS
CARLO MONTICELLI	CHRISTINE LINDEWALD	DANIEL BODDICKER
CAROL C WESLEY	CHRISTINE MADONNA	DANIEL BRAZ
CAROL LETSON	CHRISTINE RENAUDIN	DANIEL KENYON
CAROL WOODS	CHRISTINE RYALS	DANIEL MANNING
CARROLL LISLE	CHRISTINE SOLTIS	DANIELLE RORICK
	CHRISTOPHER ALAN PENNY	DARIUSZ JURA

Class Members Requesting Exclusion

DARLENE GARBE	DIEM NGUYEN	ELAINE WEMPEN
DARREN SIMPSON	DIONESIA DIMITRIOU	ELEANOR CHIN
DAVID C DELMER	DOLORES PEPE	ELENA DAVIS
DAVID SIMPSON	DON AND KAREN NICHOLS	ELIDA D WILSON
DAVID SPURGEON	DONALD L HIBSCHWEILER	ELIZABETH DAVIS
DAVID THOMPSON	DONNA and LAWRENCE LEGGETT	ELIZABETH HANSEN
DAVID VILGOS	DONNA CANJA	ELIZABETH MACKENZIE
DAVID WAKEFIELD	DONNA DYER	ELIZABETH S WEBBINK
DAVID WEST	DONNA FERGUSON	ELIZABETH VERMILLION
DAWN MARSHALL	DONNA LO SCHIAVO	ELIZABETH ZANCA
DAYNA STUECK	DONNA MENDONCA	EMILY LANGE
DEBBIE EASLEY	DONNA SCHWERIN	ERIC M ARMSTRONG
DEBBIE HASKELL	DORE KESTERSON	ERIC SHOREY
DEBBIE SPINKS	DOREEN GALLAGHER	ERIN BOOTLE
DEBBIE TERRY	DORI E KRUGER	ERIN JAEGER
DEBORAH ZACHA	DORIS VIRDEN	ERIN SUTYLA
DEE DEE BABICH	DOUGLAS FLORES	EUGENE P SCHWENK
DELORES POWERS	DR ALAN O PERANTONI	EUNICE CHUNG
DENISE MIRA	DT SHANTHA	FERN GARDNER
DENISE MUNOZ	E.J. HEALEY JR	FLAVIL GEORGE
DENNIS BEAUJEAN	EDWARD AND SHARON SHEPPARD	FORRES MEADOWS
DENNIS E HAMILTON	EILEEN ERVING	FRAN GIGLER
DIANE GRADY	EILEEN WALTON	FRAN HAWKINS
DIANE GRANBERY	ELAINE M MOORE	FREDERICK MACASKILL
DIANNA LITTLE		GAIL WEGNER

Class Members Requesting Exclusion

GARLAND DAVIS	GUILHERMO A SANCHEZ	JAMES REAGAN
GARY BLOMQUIST	GUILLERMO SANCHEZ	JAMES THOMPSON
GARY BUDDSELL	HALEE MANNING	JAN MAIER
GARY NARHRWOLD	HALEY KINDREX	JANE JOHNSON
GAY HOLMES	HAROLD HOROWITZ	JANE PITTMAN-HAWKINS
GENA HYMOWECH	HEATHER KING	JANE W ARRINGTON
GENE ARNOLD	HEIDI BROWARD	JANET DENISI
GENE V ELLIS	HELEN ALEXANDER	JANET GAINES
GENIEVE MAESTAS	HELEN DEWEY	JANET MARTIN
GEORGE CANNING	HENRY BOESCH	JANICE RATHGEB
GEORGE L GRIGGS	HENRY C Klaput	JASON CURTIS
GERALD GALLIMORE	HILARY NEGELE	JASON PERKINS
GINA C ESCARPANTER	HILLARY and EDWARD PROKOP	JASON TOMFORDE
GISELLE GLEASON	HUGH KEITH-JOHNSTON	JAY LINDSAY
GITI UNDERHILL	IRENE ROUTSON	JAY NOLTE
GIULIO BRUNI	IRWIN STOLOWITZ	JAY WILLIAM MCDANIEL
GLORIA BUCHANAN	JACK AND CORINNE MCCLARAN	JAYCEN WOODS
GLORIA SCHWEITZ	JACOB TIMM	JEAN KESSLING
GORDON SPENCER	JACQUELINE KURAJ	JEAN M LANGLEY
GREG AND KAREN CHALMERS	JAIME SEGURA	JEANNA WILLIAMS
GREG HALL	JAMES AND BARBARA LEWIS	JEANNE M VAN EEPOEL
GREGORY AND MICHEL JACKSON	JAMES DOHERTY	JEFF AND PAMELA NORTHRUP
GREGORY BELILES	JAMES F KAMPHAUS	JEFF BOHN
GREGORY MCDANIEL	JAMES P CUTONE	JEFF SUTHERLAND
		JEFFREY MORIN

Class Members Requesting Exclusion

JEFFREY WHITE	JOEL AND MELINDA OESTER	JOSEPH J COMINCIOLI
JENA MORKEN	JOEL MILLER	JOSEPH M PROCACCINI
JENNIFER CHASE	JOHANNA FENICLE	JOSEPH YORK
JENNIFER MCCLARREN	JOHN AND EVELYN LA FOND	JOSH TAPANI
JENNIFER MURRAY	JOHN and GAYLEE FIEL	JOSH WHITTENBERG
JENNIFER RUNION	JOHN BOLAN	JOSHUA MARZAN
JENNIFER SWISHER	JOHN CHENEVEY	JOSHUA MISHLER
JENNIFER VANDERSCHANS	JOHN DARDEN	JOY COFFEY
JEREMIAH COLEMAN	JOHN GORMAN	JOYCELYN LANGEVIN
JERI MARKHAM	JOHN K EGGENBERGER	JUANITA WASSMANN
JERRI RUDNICK	JOHN MARQUIS	JUDITH PERLOW
JESSICA DENEEN ONORATO	JOHN MIXON	JUDY CABLE ANDERSON
JESSICA ELWELL	JOHN PURTYMUN	JUDY PANCAKE
JESSICA MARTINEZ	JOHN R GUARINO	JUDY VAN BLARCOM
JESSICA MELORO	JOHN R SUBERT	JULIA ANDERSON
JIM ROHR	JOHN RAGLAND	JULIA E LITTLE
JOAN A WALKER	JOHN SAMSON	JULIA HARRISON
JOANN and MICHAEL PETOSA	JOHN W MORGAN	JULIE EAKLOR
JOANN ROBISON	JOHN WISSENBACH	JULIE GILL
JOANNE B GLOTZBACH	JON HAGAR	JULIE RITCHISON
JOANNE CRAIG	JONATHAN REAGAN	JULIE TRIPP
JODI AND DENNIS WILLIAMS	JORGE MENDOZA	JULIO TEJADA
JODIE SCREES	JOSEPH CARRERA	JULLIENNE FERRER
JOE AND LORIE PEADEN	JOSEPH E HASTINGS	JUSTIN AND DANA BURIE
JOE WOLFORD	JOSEPH GREENWOOD	JUSTINE YALEY

Class Members Requesting Exclusion

KAREN BELSKY	KEVIN RYAN	LEAH CHRUANA
KAREN BERG	KEVIN WONG	LEE BAKER
KAREN MORGANTE	KIM SABELLA	LEE DUNCAN
KARI HYMAS	KIM SCHWADERER	LEE JOHNSON
KASEY HARGAN	KIM WEST	LEN AND CONI BILLINGS
KATE WALSH	KIMBERLEY SCHONECK	LENOR EICHER
KATHERINE LYNN	KIMBERLY OMELSON	LENORA MITCHELL
KATHLEEN BRANDON	KIMBERLY SCHEPER	LESELYN GREENWALD
KATHLEEN N SKEERS	KJELL GUNDERSEN	LESLIE ROSE
KATHLEEN SIESS	KRISTA B POPE	LESTER SLIFKIN
KATHRYN MARTIN	KRISTI JONES	LINDA BUELL
KATHY JO HAWKINS	KRISTIN BROOKE BENTON	LINDA CLARK
KATIE SMITH	KRISTIN HERSHEY	LINDA FERGUSON-DAVIE
KAY DOSTAL	KRISTINA COOPER	LINDA KEIM
KEITH AND KARLA ROUNSAVILLE	KURT SERMAS	LINDA KELLEY
KEITH B BURRISS	LACHELLE M CURTIS	LINDA MCDONNELL
KEITH CHAMBERS	LARRY JAQUES	LINDSEY GOODMAN
KELLIE L ALTMAN	LATHER W POWELL SR	LISA MEYER
KELLY KOENIGS	LAURA BROOKS	LOULAN PITRE JR
KENNETH BASSETT	LAURA STOTT	LUCILA NIGRO-WING
KENNETH HUFF	LAUREN OWSLEY	LUCILLE GROSSI
KENNETH LINEMAN	LAUREN SCOTT	LYNAE ENGLAND
KENT VAN EVERY	LAUREN SHUTE	LYNN ESTER
KERMON CARTER	LAURIE GETER	LYNN KLINE
KEVIN PODKOWKA	LAVINA JOHNSON	LYNNE BROUGHER

Class Members Requesting Exclusion

MACKENZIE ROCHA	MARLENE HALACKA	MELODY and JAMES GREGG PARSONS
MADELYNE BARNETT	MARLENE HARESIGN	MELONY KAWAMURA
MAGDA COLBERG	MARNEY LIEBERMAN	MERCEDES RUIZ
MALKE ROTH	MARVITA GRIMES	MEREDITH STROBLE
MALLORY BOEYINK	MARY AND ROBERT HEISSERMAN	MICAH EL BARRESE
MANDY CUNNINGHAM	MARY ANGIN	MICHAEL AND MANDY MELICK
MANUEL SERRATOS	MARY ANN METCALF	MICHAEL FINK
MARGARET HARDY- MITCHELL	MARY AYERS	MICHAEL GARRISON
MARGARET HOERST	MARY DRAEGER	MICHAEL J BROCK
MARGARET ROBERTS	MARY ELKINS	MICHAEL LIM
MARGE STANDING	MARY GILLETTE	MICHAEL LINEBACH
MARIAM SHAMI	MARY KAY JOENS	MICHAEL SMUDA
MARIAN WILKES	MARY S ASHMAN	MICHELE AND JAMIE PREDER
MARIANNE WEIDLEIN	MARY STYFFE	MICHELE JUDGE
MARIE SAMUEL	MARY TIPTON	MICHELLE ANN HOSTMEYER
MARILYN A ZANDER	MARY YOUNG	MICHELLE BOOTH
MARION BOLIN	MATT BROWN	MILLICENT RUMMEL
MARISA MADRID	MATT SNYDER	MIRIAM MEYERS
MARISSA and ROBERT RADOVAN	MATTHEW NICKEL	MITRA RAHNEMA
MARK BURKE	MATTIE DAVIS	MONICA R GREY
MARK D HENDERSON	MAUREEN BROOK	MONICA WERNER
MARK H GERTH	MEGAN HOCHSTEDLER	MORGAN GOKEY
MARK SQUIRES	MELISSA J COOK	MUNIR KADERBHAI
MARLENE GRIFFIN	MELISSA MURZ	MYRNA J STANER
	MELISSA TODD	

Class Members Requesting Exclusion

MYRTLE KILION	NORMA LEBARON	PETER TRINKLE
NANCY B STEWART	NOZAR MOZAKA	PETER ZUG
NANCY CHRISTIE	PALLAVI BANDODKAR	PHIL PETERSON
NANCY CLARK	PAM AND BILL BUCKLEY	PHILIP NELSON
NANCY DZUROSKA	PAMELA KESTER	PHYLLIS SYLVESTER
NANCY E ANKLAM	PAT ALLEN	PILAR ORLANDI
NANCY E MILLER	PAT HEUER	RALPH L HERGENRADER
NANCY HOLT	PAT WALLACE	RAMONA M SOULE
NANCY LAWRENCE	PATRICE MALLERY	RAULIE W CASTEEL
NANCY MONTANA	PATRICIA A WALLACE	RAY and GRACE STANCZAK
NANCY S BARBER	PATRICIA ALLEN	RAYMOND and MARJORIE SULLIVAN
NANCY ST GERMAIN	PATRICIA COTTER	REBECCA BENAROYA
NATALIA TAN	PATRICIA H TODD	REBECCA MEIERS
NATHAN KENNEDY	PATRICIA KELLY	REGINA SEUS
NATHAN SCHULTZ	PATRICIA MEEKS	REGINE BAUS
NATHANIEL PAINE	PATRICIA SWINTON	RESIDENT
NELIDA RIVAS	PAUL AND ARLYS SLAUGHTER	RICHARD DARLING
NELSON DEGRACIA	PAUL AND NOREEN BETTEN	RICHARD E TYNER
NIALl DURHAM	PAUL CROSSMAN	RICHARD GOSS
NICHOLAS BARNARD	PAUL E BARKER	RICHARD PRICE
NICK SWATEK	PAUL R PARK	RICHARD R DENSON
NICKIE COOK	PAUL REECE	ROB COATSWORTH
NIMA BAGHAEI	PAULA A BUREAN	ROBERT AND MARIANNE GREEN
NON FINKELSTEIN	PAULA STOKES	ROBERT AND SUSAN GLEICH
NOREENE LINTON	PEGGY THOMPSON	

Class Members Requesting Exclusion

ROBERT E WHITMORE	RYAN DIONNE	SHELLY MARTIN
ROBERT KELLY	SACHIKO HIRAI	SHIRLEY COOK
ROBERT NOTSON	SAHRON ELLESTAD	SHIRLEY KOZENIESLAY
ROBERT RUTZEL	SALLY LEPPALA	SIMEON D MISHEV
ROBERT WICK	SAM EDWARDS	SIMONE LEE
ROBERT WILLIAMS	SAMUEL SPENCER	SKIP IREDALE
ROBERTA RICHARDS	SANDRA SCHOTT	STACI CULOTTA
ROBIN GOHLKE	SARA MAY	STANLEY G WILLIAMS
ROBIN IRWIN	SARAH REILLY	STEFANIE SHATRICH
ROBIN LEWIS	SARAH SCHUETZ	STEPHANIE NGUYEN
ROD RIGOS and BARBARA GLADHART RIGOS	SCOTT AND MADELINE WETMORE	STEPHANIE PEARSON
ROGER WIER	SCOTT HIIGEL	STEPHANIE WILLIAMS
ROLAND SCHREIBER	SCOTT MCCARTHY	STEPHANIE WOOD
ROMAN BRUSOVANKIN	SCOTT MEYER	STEPHEN BEELER
RON and SHERRY LAWLOR	SCOTT MILLER	STEPHEN G RIDDLE
RONALD F HOMEIER	SEAN KAZI	STEPHEN NOJEK
RONALD WELLMAN	SHAHNAN GROSS	STEVE FLETCHER
ROSE and MELVYN REMOLADOR	SHANNON WYMAN	STEVE OVERLIN
ROSEMARIE SHEPERD	SHARON and BEVERLY MINNICH	STEVE OWENS
ROSEMARY PALMER	SHARON BERDINE	STEVEN C SANDSTROM
ROY OSTEEN	SHARON HOLLOW	STEVEN CHIN
RUSTY MAYBORNE	SHARON NELSON	SUE SEITHAMER
RUTH SILEN	SHAWN L BRADLEY	SUSAN A FRANTZICK
RYAN ANDREW BOWLING	SHELDON BOATRIGHT JR	SUSAN HATCLIFF
		SUSAN HUTCHINSON

Class Members Requesting Exclusion

SUSAN SANDERS	TINA FAIRBANKS	WINFRED ALDINGER
SUSAN SQUIRES	TINA PANIZZOLI	WOODY WURSTER
SUZANNE DIAZ	TJ PIERCE	YEHUDA SKVERSKY
SUZANNE MCLAUGHLIN	TODD CAULEY	YOLANDA REINHARD
SYLVIA J MACUMBER	TODD GAERKE	ZELMA MEREDITH
SZYMON KOZACZKA	TOM MCCORMICK	ZOEY PHOENIX
TAMMI WRIGHT	TRAVIS CROUCH	
TAMMIE EGER	TYLER DIXON	
TAMMY IVERSON	URSULA SNOVER	
TAMRA MCKEE	V L CLARK	
TANYA SATTLER	VICTORIA BELLE-MILLER	
TARA WISE	VIRGINIA LAWRENCE	
TAYA BALDWIN	VIRGINIA VROEGOP	
TED ASSATLY	WACO MACHETT	
TERESA ATCHISON	WALTER FLAVE HART III	
TERRI ROBERTSON	WAYNE DAY	
THEODORE LEACH	WENDY ZAMPARDI	
THOMAS AND CAROL DEMERY	WESLEY KNOUSE	
THOMAS and KATHRYN GROSSI	WILLIAM B CONTOIS	
THOMAS BECKER	WILLIAM BAILEY	
THOMAS CZERWINSKI	WILLIAM FRAZIER	
THOMAS DEVAUGHN	WILLIAM HIGHTOWER	
TIFFANY MACKENZIE	WILLIAM JELLISON	
TIMOTHY M JONES	WILLIAM PENNER	
	WILLIAM W REYNOLDS	

CERTIFICATE OF SERVICE

I, Leslie R. Cuesta, hereby declare as follows:

I am employed by Berman DeValerio, One California Street, Suite 900, San Francisco, California, 94111. I am over the age of 18 years and am not a party to this action. On March 28, 2012, using the Central District of California's Electronic Case Filing System ("ECF"), with the ECF ID registered to Christopher T. Heffelfinger, and at his direction, I filed and served true and correct copies of the document(s) described as follows:

**[PROPOSED] ORDER AND FINAL JUDGMENT APPROVING SETTLEMENT BETWEEN
SETTLEMENT CLASS PLAINTIFFS AND WAL-MART STORES, INC. AND
WALMART.COM USA LLC**

The ECF System is designed to automatically generate an e-mail message to all parties in the case, which constitutes service.

I further declare that on March 28, 2012, I served true and correct copies of the document(s) listed above on the following attorneys and/or parties, who are not on the list to receive e-mail notices for this case, by transmitting a true and correct Portable Document Format (PDF) copy via email the document(s) listed above on this date before 5:00 p.m. PDT to the person(s) at the email address(es) set forth below:

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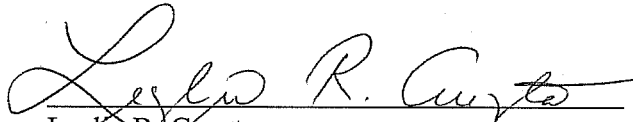
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17 I declare under penalty of perjury pursuant to the laws of the United States that the foregoing is
18 true and correct.

19 Executed at San Francisco, California, on March 28, 2012.

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Leslie R. Cuesta